

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

UNITED STATES OF AMERICA, *et al.*,

*Plaintiffs,*

V.

JETBLUE AIRWAYS CORPORATION and  
SPIRIT AIRLINES, INC.,

*Defendants,*

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Civil Action No. 1:23-cv-10511-WGY

**DECLARATION OF RYAN A. SHORES IN OPPOSITION TO PLAINTIFFS’  
MOTION IN LIMINE REGARDING PURPORTED OUT-OF-MARKET BENEFITS**

I, Ryan A. Shores, hereby declare under penalty of perjury as follows:

1. I am duly licensed and admitted to practice law in the District of Columbia and the Commonwealth of Virginia, I am admitted to practice before this Court *pro hac vice*, and I am a partner with the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel for JetBlue Airways Corporation. I respectfully submit this declaration in Opposition to Plaintiffs' Motion in Limine Regarding Purported Out-of-Market Benefits (ECF No. 181).

2. Attached hereto as Exhibits A-O, for the Court's convenience, are true and correct copies of the following documents:

<u>Ex.</u>	<u>Document</u>
A	Excerpts from the Rebuttal Expert Report of Dr. Nicholas Hill dated August 3, 2023
B	Excerpts from the transcript of the deposition of Trevor Yealy (Avelo) on June 27, 2023
C	Excerpts from the transcript of the deposition of Drew Wells (Allegiant) on June 22, 2023

- D Excerpts from the transcript of the deposition of Barry Biffle (Frontier) on June 14, 2023
- E Excerpts from the transcript of the deposition of Dr. Gautam Gowrisankaran on September 1, 2023
- F Excerpts from the Expert Report of Dr. Gautam Gowrisankaran dated July 6, 2023
- G Excerpts from the Expert Report of Dr. Tasneem Chipty dated July 6, 2023
- H Excerpts from the transcript of the deposition of Jayne O'Brien (JetBlue) on June 9, 2023
- I Email from Marty St. George (Jan. 7, 2019) (JBLU-DOJ-0145588)
- J Gregory J. Werden, *Cross-Market Balancing of Competitive Effects: What is the Law, and What Should It Be?* 43 J. Corp. L. 119 (2017)
- K Excerpts from the transcript of the deposition of Barry Biffle (Frontier) on March 2, 2023
- L Excerpts from the transcript of the deposition of Dr. Nicholas Hill on September 6, 2023
- M Daniel A. Crane, *Balancing Effects Across Markets*, 80 Antitrust L.J. 397 (2015)
- N Excerpts from the transcript of the deposition of Dr. Tasneem Chipty on August 31, 2023
- O Excerpts from the transcript of John Patrick Kirby (Spirit) on January 12, 2023

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on September 20, 2023, at Washington, D.C.

/s/ Ryan A. Shores  
Ryan A. Shores

**CERTIFICATE OF SERVICE**

I hereby certify that on September 20, 2023, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all attorneys of record registered on the CM/ECF system.

DATED this 20th day of September, 2023.

/s/ Ryan A. Shores

Ryan A. Shores